

Settlement Date and Time:

November 22, 2000

at 12:00 p.m.

Gerald C. Bender (GB-5849)
Lawrence A. First (LF-9650)
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership Including
Professional Corporations)
Attorneys for Debtors
and Debtors-in-Possession
One New York Plaza
New York, New York 10004
(212) 859-8000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	:
	: Chapter 11
	: Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF	: through 00 B 41196 (SMB)
CENTERS, INC., <u>et al.</u> ,	:
	: (Jointly Administered)
Debtors.	:
	:
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NOTICE OF SETTLEMENT OF ORDER

PLEASE TAKE NOTICE that the undersigned will present,
for settlement and signature, the accompanying order (the
"Order"), pursuant to Rule 9074-1(a) of the Local Rules for the
United States Bankruptcy Court for the Southern District of New
York, to the Honorable Stuart M. Bernstein, United States
Bankruptcy Judge, in his Courtroom at the United States
Bankruptcy Court, Alexander Hamilton Customs House, One Bowling
Green, New York, New York 10004 on November 22, 2000 at
12:00 p.m. (the "Settlement Date").

PLEASE TAKE FURTHER NOTICE that comments and/or
objections to the Order, together with a counterproposed order,

if any, must be (i) in writing, (ii) received in the Bankruptcy Judge's Chambers and (iii) served upon (a) Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004-1980 (Attn: Gerald C. Bender, Esq.), (b) Berlack, Israels & Liberman, LLP, 120 West 45th Street, New York, New York 10036 (Attn: Edward S. Weisfelner, Esq.) and (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Brian Masumoto, Esq.), together with proof of service thereof, such that they are received no later than one day prior to the Settlement Date. Unless comments and/or objections and a counterproposed order are received one day prior to the Settlement Date, the Order may be signed.

Dated: New York, New York
November 16, 2000

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership including
Professional Corporations)
Attorneys for Debtors and
Debtors-in-Possession
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(212) 859-8000

By: /s/ Gerald C. Bender
Gerald C. Bender (GB-5849)

352157

To:

Brian Masumoto
Office of the United States Trustee
33 Whitehall Street
21st Floor
New York, NY 10004

Erica Ryland
Berlack, Israels & Liberman, LLP
120 West 45th Street
New York, NY 10036

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Sacramento, CA 95815-4963

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF	:	through 00 B 41196 (SMB)
CENTERS, INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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ORDER AUTHORIZING THE DEBTORS-IN-POSSESSION TO
REJECT CERTAIN LEASEHOLD INTERESTS

Upon the Motion filed with the Court on July 19, 2000 (the "Motion") of the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of orders pursuant to sections 105, 363, 365 and 1146 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 6004, 6006 and 6007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (I)(a) authorizing and approving (i) sale of certain fee-owned properties (the "Owned Properties"), (ii) assumption, sale and assignment of certain leasehold interests (the "Leases," and together with the Owned Properties, the "Properties") and (iii) sale of related personal property (the "Personal Property," and together with the Properties, the "Assets"), free and clear

of liens, claims, encumbrances, and interests and exempt from any stamp, transfer, recording or similar tax, (b) approving certain sale procedures to be used in connection with such sales, (c) approving the form of sale and assignment agreements, (d) authorizing the payment of brokers' fees in connection with such sales, (II) in the event that properties remain unsold at the conclusion of the Omnibus Sale Hearing, authorizing and approving the abandonment of unsold fee-owned properties and the rejection of unsold leasehold interests, and (III) scheduling an expedited hearing to consider shortening the time for, fixing the date, time and place for, and approving the form and manner of notice of the hearing on such sales;

And it appearing that this Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And hearings having been held on July 31 and August 14, 2000 (the "Sale Hearings") to consider the proposed sale of the Assets (including the sale to the Purchaser (as defined below) of the right to designate the assignee of the Leases (the "Lease Rights")) pursuant to the terms and conditions of that certain Agreement of Sale dated as of August 1, 2000, as amended (the "Sale Agreement"), among certain of the Debtors and Klak Golf, LLC (the "Purchaser") subject to higher and better offers;

And the Court having approved the Sale Agreement by Order dated September 7, 2000 (the "Sale Order");

And the Court having determined to defer consideration of the assumption and assignment of the Leases until after the Purchaser has exercised the Lease Rights;

And the Purchaser having exercised the Lease Rights in accordance with the Sale Agreement and designated 13 of the Leases (the "Designated Leases") to be assumed and assigned to the designated assignees, each a wholly-owned entity of the Purchaser;

And the Debtors having provided, in accordance with the Sale Order, good and sufficient notice of the hearing to consider the Debtors' proposed assumption and assignment of the Designated Leases (the "Assignment Hearing") and the outstanding obligations under the Designated Leases proposed to be cured by the Debtors in connection with the assignment of such leases to (i) the Office of the United States Trustee, (ii) Berlack, Israels & Liberman, LLP, counsel to the Official Committee of Unsecured Creditors, (iii) Morgan, Lewis & Bockius LLP, counsel to The Chase Manhattan Bank, as Agent and (iv) the landlord for each of the Designated Leases;

And it appearing that no other or further notice of the Assignment Hearing need be given;

And the Purchaser and the Debtors having determined and agreed that the three Designated Leases set forth on Exhibit A attached hereto should not be assigned but instead should be rejected (the "Klak Rejected Leases");

And the Assignment Hearing having been held before this Court on November 9, 2000;

And the Court having determined to authorize and approve the rejection of the Klak Rejected Leases;

And it appearing that this Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

NOW, THEREFORE, the Court hereby finds as follows:

A. The rejection of the Klak Rejected Leases set forth on Exhibit A attached hereto is in the best interests of the Debtors, their creditors and their estates; and

B. It is a reasonable exercise of the Debtors' business judgment to reject the Klak Rejected Leases;

ACCORDINGLY, after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that pursuant to section 365 of the Bankruptcy Code, the rejection of the Klak Rejected Leases is approved, with such rejection effective as of the date of entry of this Order (the "Effective Date"); and it is further

ORDERED that this Order is without prejudice to the Debtors' right to seek reimbursement from the lessors for the Klak Rejected Leases in the event that the Debtors have overpaid any of their rental obligations under the terms of such leases; and it is further

ORDERED that upon entry of this Order, this Order shall be binding upon all parties to the Klak Rejected Leases; and it is further

ORDERED that the deadline for any party to file written proof of any claim it may have against the Debtors relating to the rejection of the Klak Rejected Leases shall be the deadline set by this Court for the filing of proofs of claim in these cases.

Dated: New York, New York
November __, 2000

UNITED STATES BANKRUPTCY JUDGE

351536

EXHIBIT A

1. Management Agreement between Carl J. Fink and Judith M. Fink (owners) and Lodi Family Golf Centers, Inc. dated March 15, 1999, for the property located at 2800 East Harney Lane in Lodi, California.
2. Lease between City of Suisin City and Fred Covey dated March 18, 1993, as amended, for the property located at 4499 Scandia City, Suisin City, California.
3. Lease between Ira Lee Road Corp. and Precision Partners Investment Partnership, dated August 26, 1987, as amended, for property located at 450 Ira Lee Road, San Antonio, Bexar County, Texas.